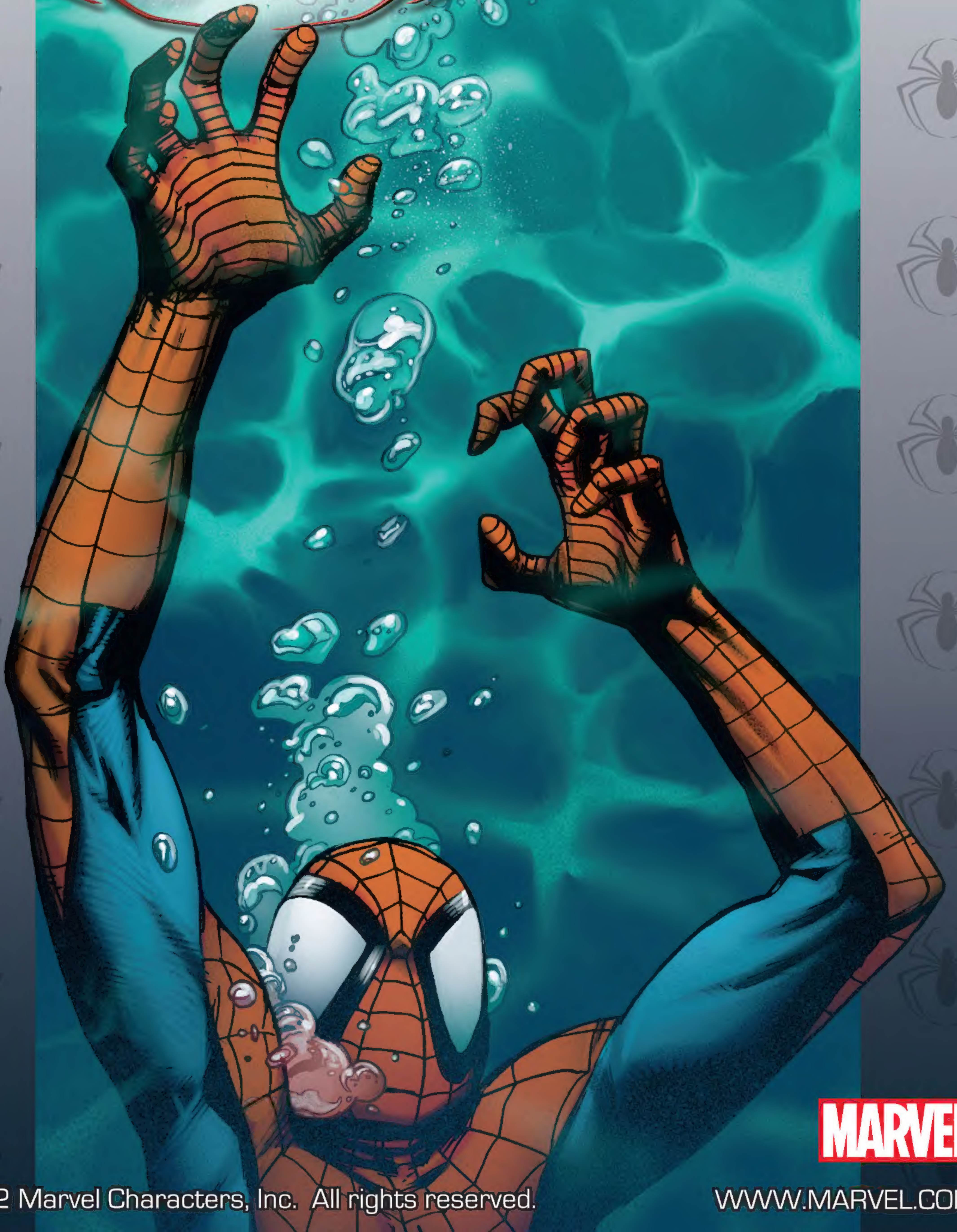


ULTIMATUM™

ULTIMATE® SPIDER-MAN

ISSUE
130

BENDIS
IMMONEN
von GRAWBADGER
PONSOR



MARVEL

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!

ULTIMATE SPIDER-MAN



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

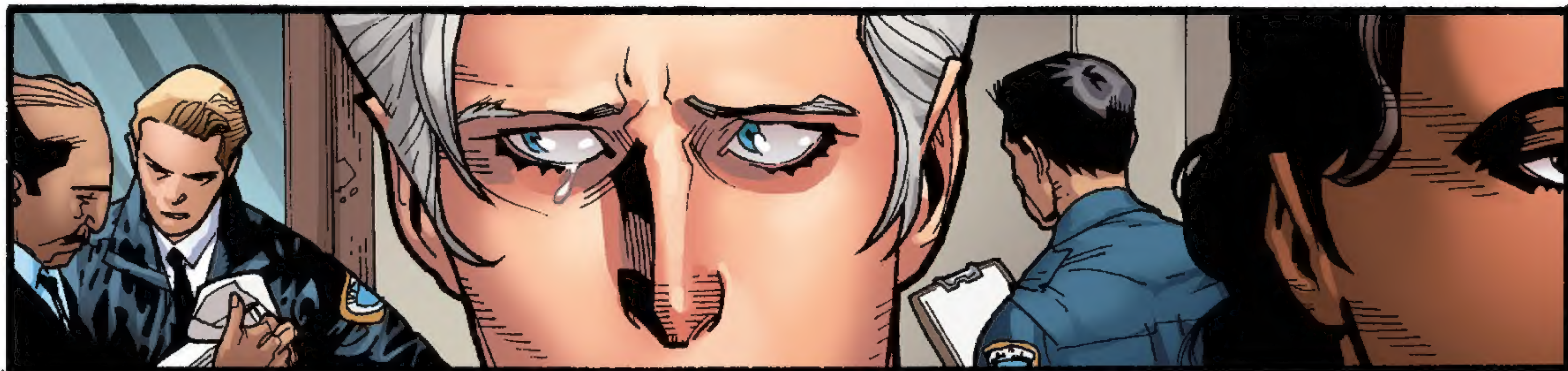
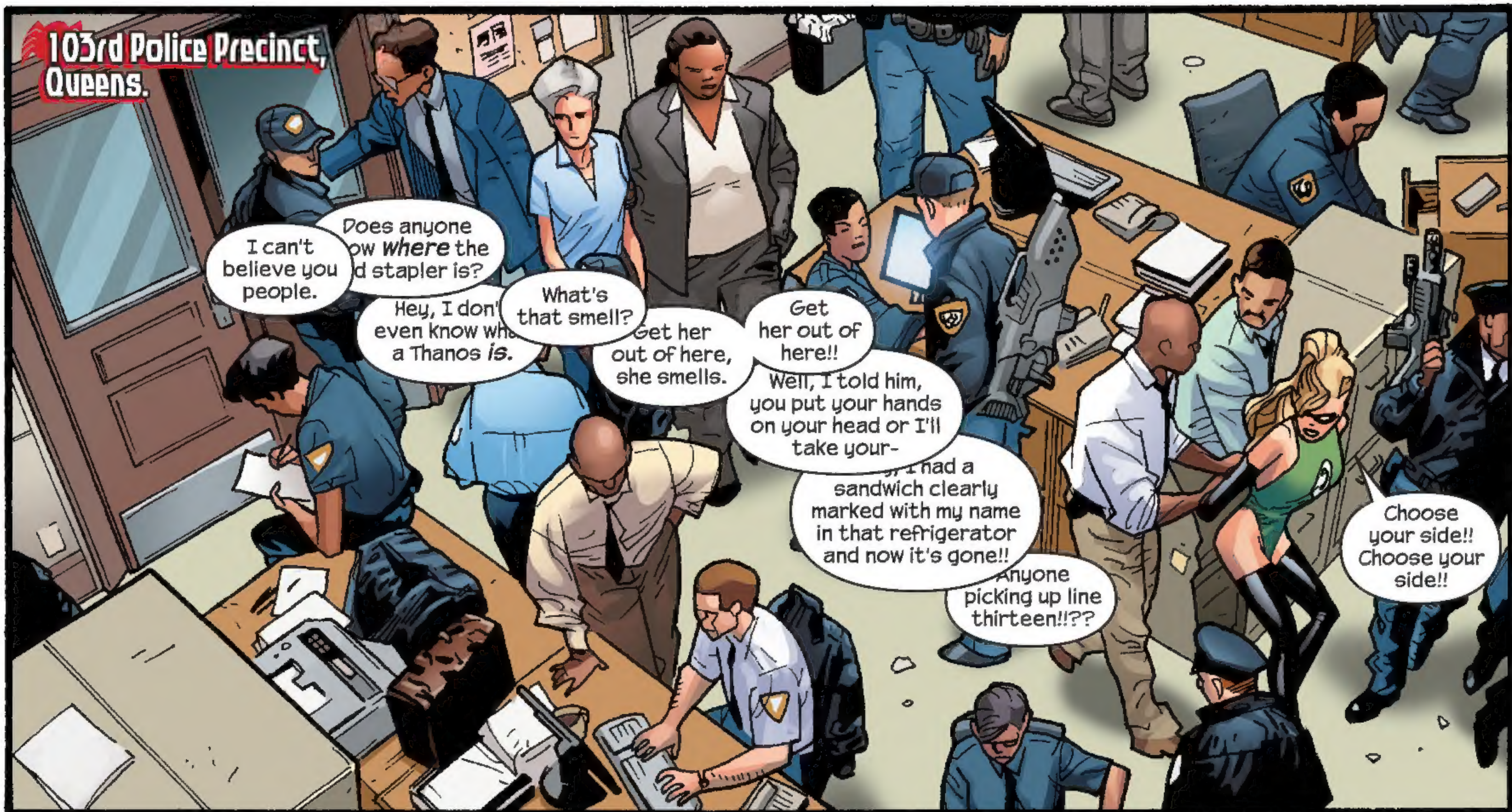
Peter and his best friends Gwen Stacy, mutant and former X-Man Kitty Pryde, Kitty's boyfriend Kong, and his girlfriend Mary Jane are taking the train into Manhattan to hang out with their friend Johnny Storm of the Fantastic Four.

Aunt May is shocked to find herself in police custody concerning the rumor that her nephew Peter Parker may be Spider-Man.

Brian Michael Bendis WRITER	Stuart Immonen PENCILER	Wade von Grawbadger INKER	Justin Ponsor COLORIST	UC's Cory Petit LETTERER	Stuart Immonen & Richard Isanove COVER ART
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To find MARVEL COMICS at a local comic and hobby shop, go to www.comicshoplocator.com or call 1-888-COMICBOOK.







My nephew.

And you said before-
you said you're
his legal
guardian.

I am.

His
parents are
dead.

Yes.

And your
husband...

Yes.
He's dead
too.

So it's
just you and
the boy in the
house.



I think
I'd like to call
my lawyer.



Why?



I don't
know what's
going on here.
I'd like to call
a lawyer.



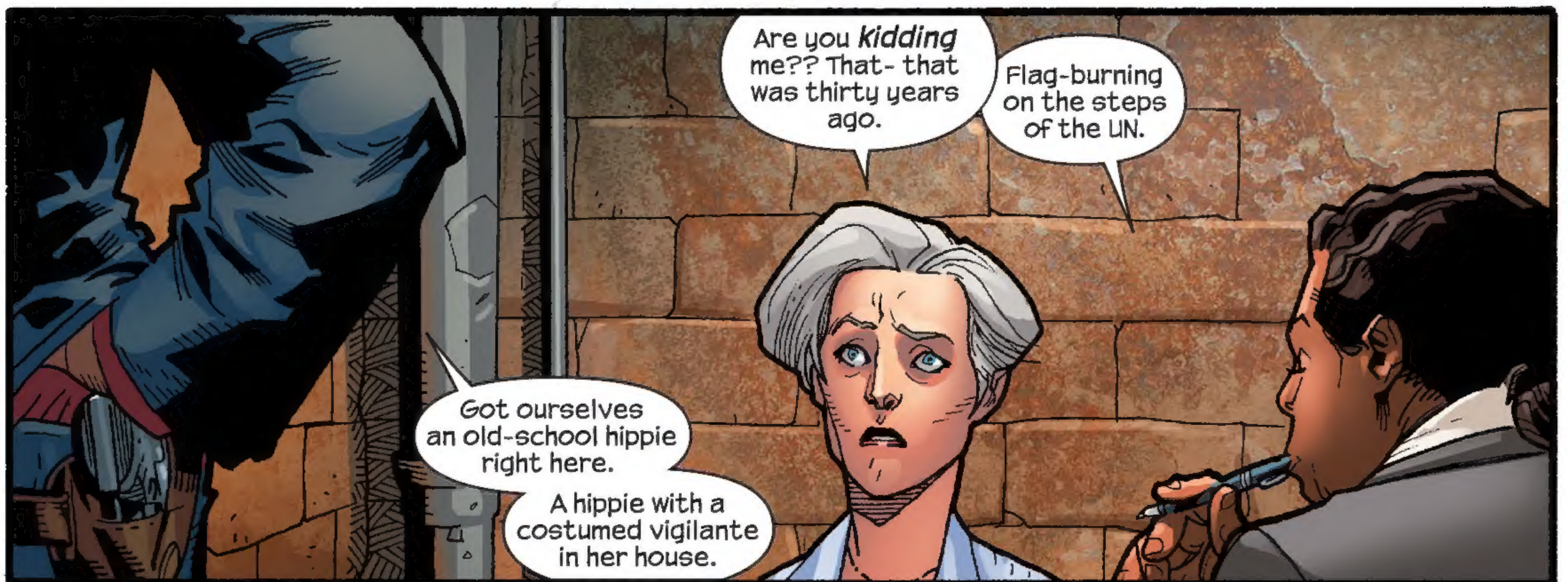
You're
not under
arrest.



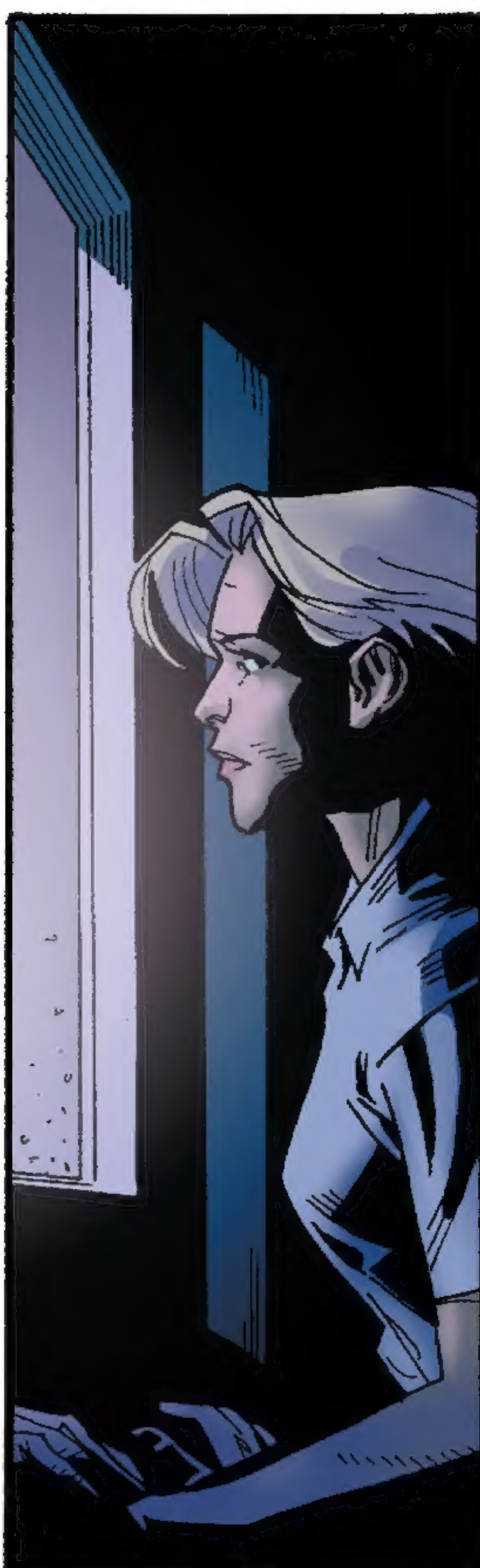
Then
why am I
here??!!

How about
25 years for
aiding and abetting
a fugitive from
justice!!!

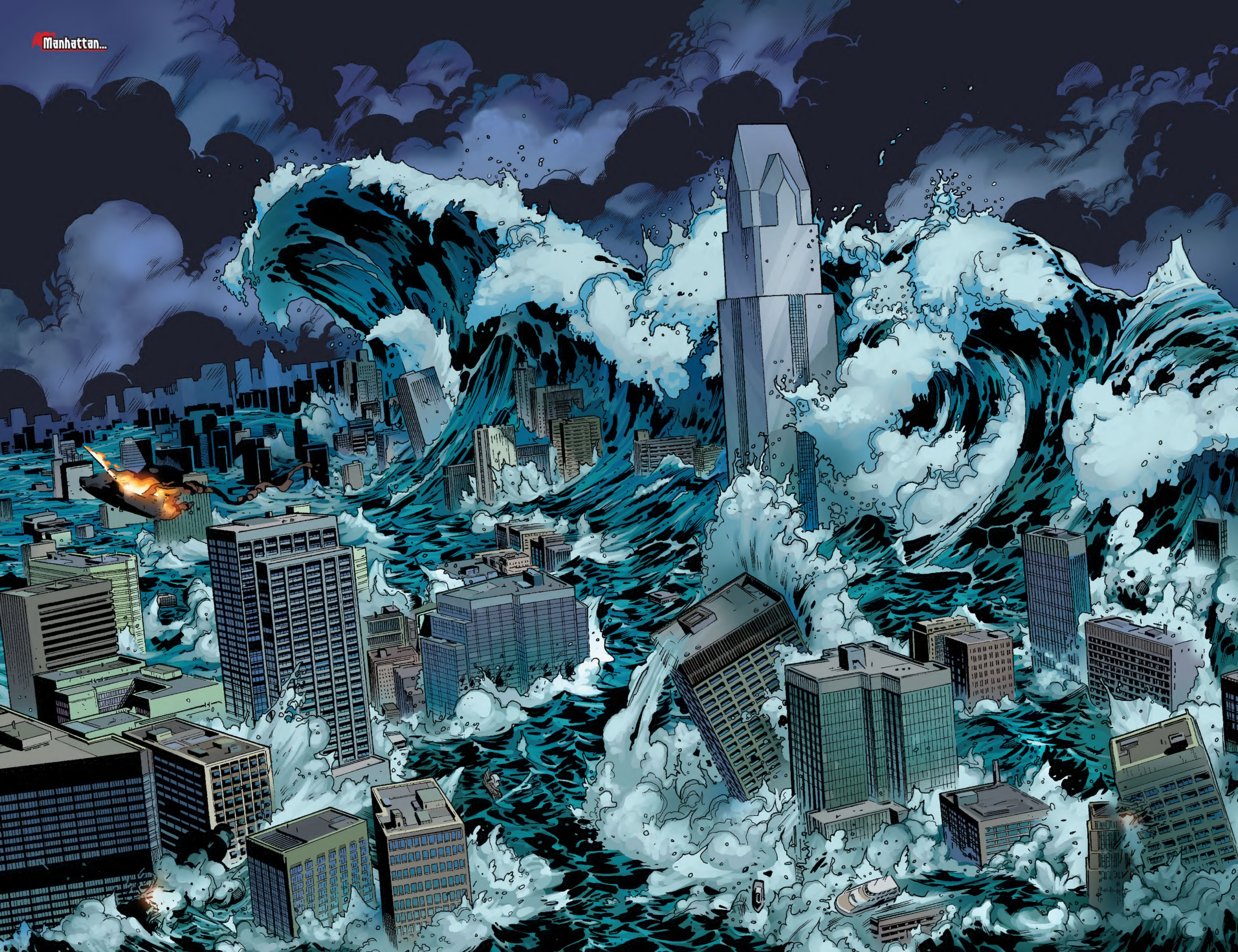














Oh my god!!

Oh my god!!
Oh my god!!
Oh my god!!

What
should
I do??

What can
I do??



Thousands
of people must
have died.

They must
have, right?
They must--

Maybe a
million.

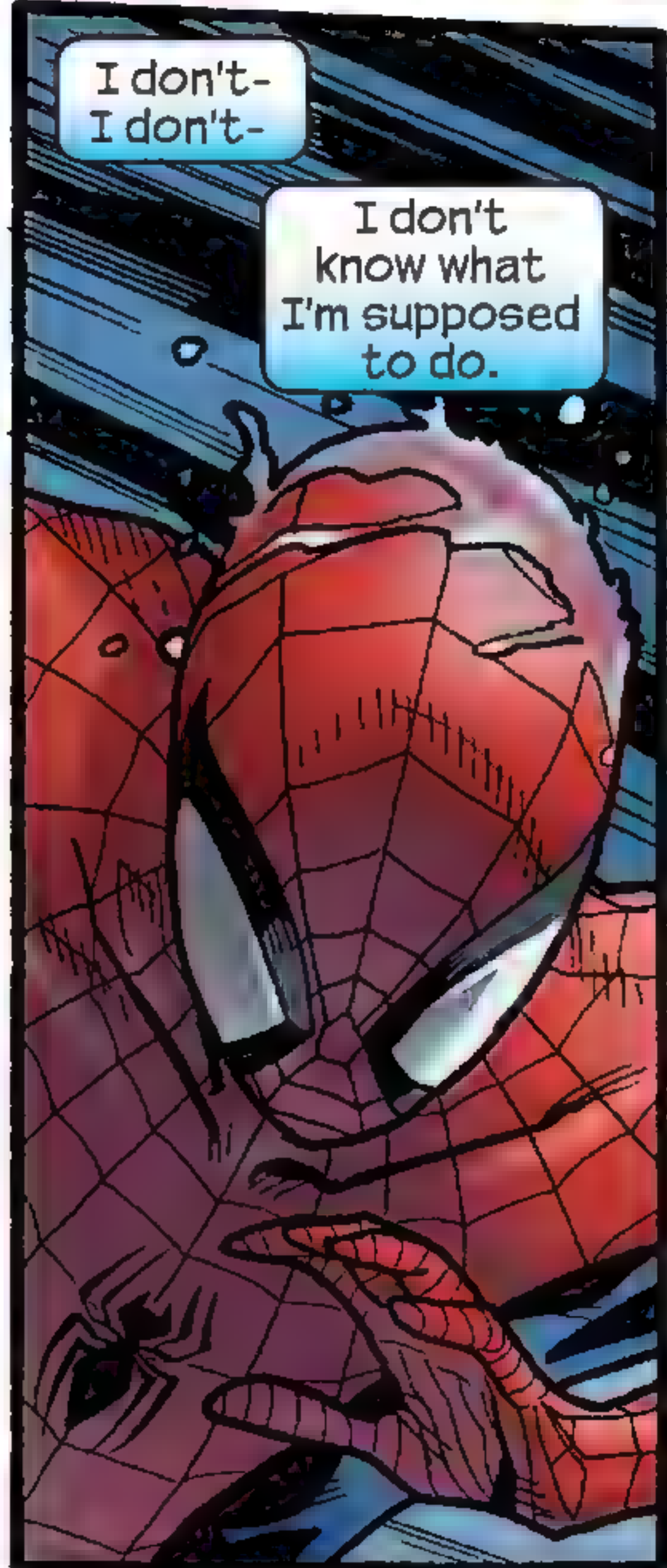
How many
people are in
New York??

How did this
happen?? How were
we not *warned*??



Maybe we *were*
warned, who
knows, I haven't
been online
since lunch.

I feel sick.
I feel like
I'm going to
throw up.



I don't-
I don't-

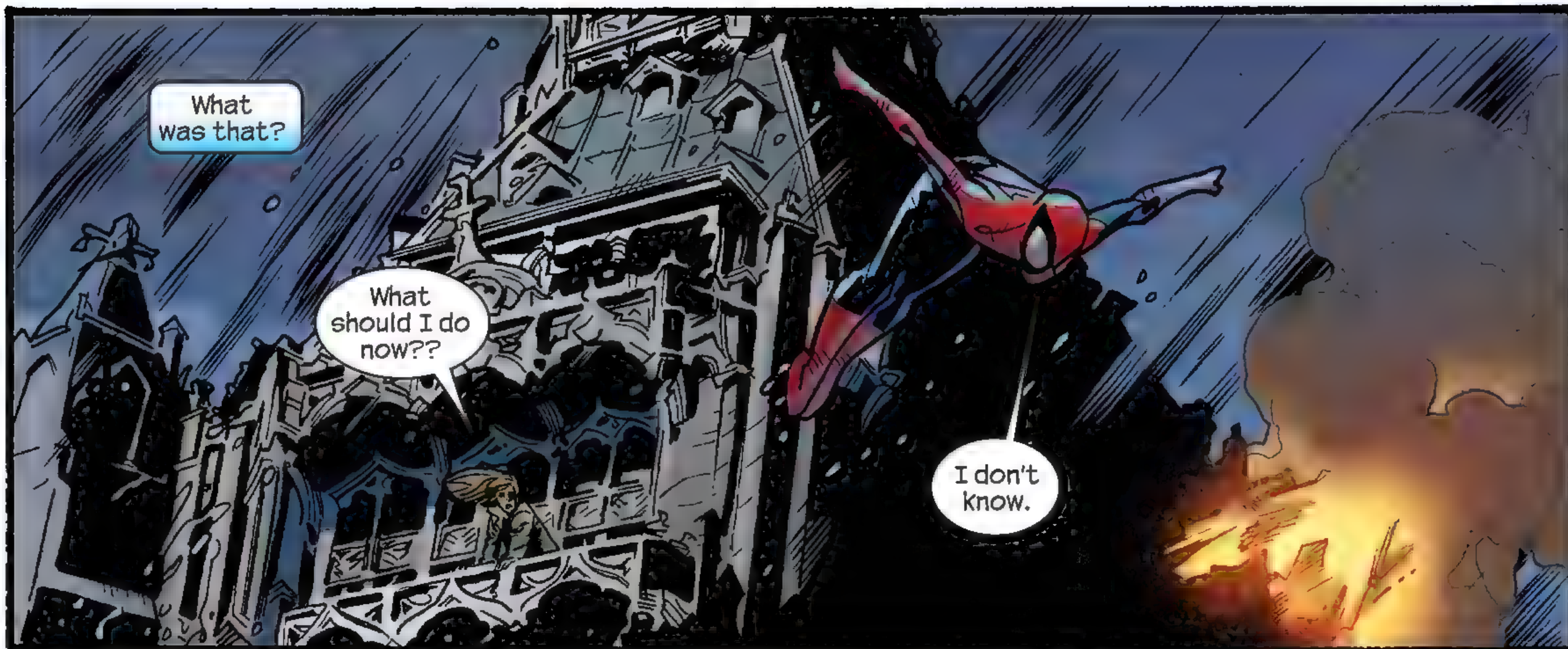
I don't
know what
I'm supposed
to do.



Hold
on.

This is
Charles
Xavier.

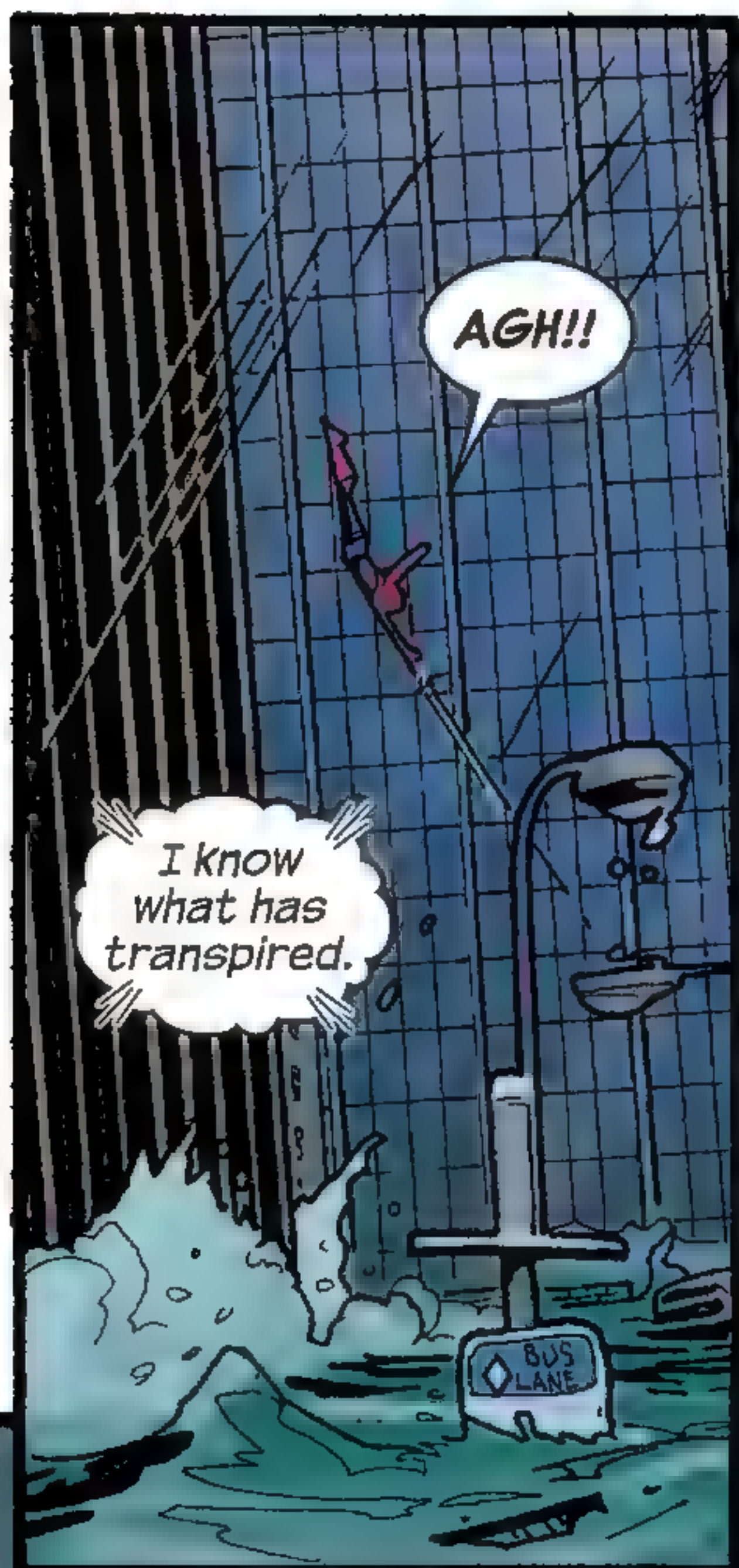
What?



What was that?

What should I do now??

I don't know.



AGH!!

I know what has transpired.



Xavier, from the X-Men??

Are you in my head... hello?

Hello??



Even more terrible...I know how and why...

And he will not stop until it is worse...

Far worse.

THWAP



He?? A "he" did this??

Someone did this??

HHUUUAGH!!



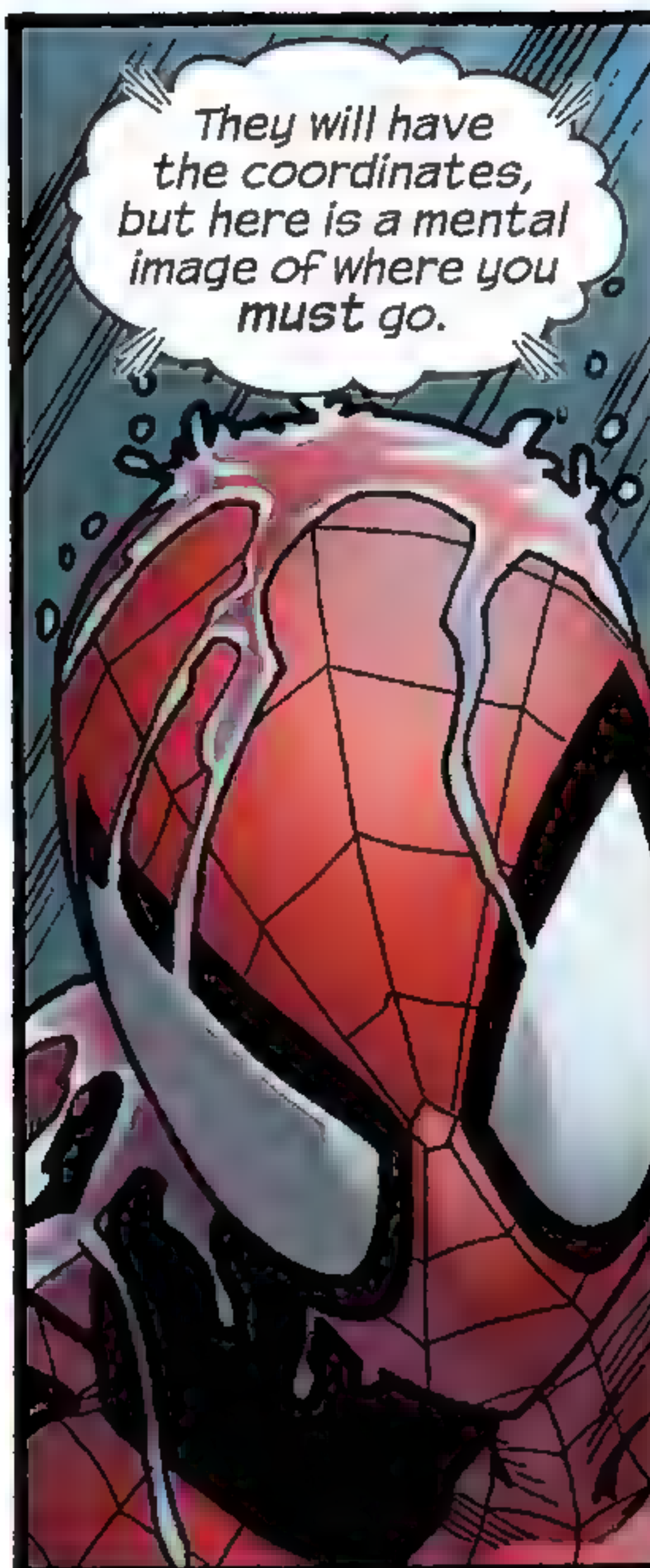
We need to band together. Put any differences aside for the battle to come.

What battle? Where?

HEEEELPPP!!

I'm coming!!

I'm sending you my X-Men... what's left of them.



They will have the coordinates, but here is a mental image of where you must go.



This is where you will find him. He does not fear your arrival.



The driver's bleeding, I gotta get outta here!!

Lady, stop!

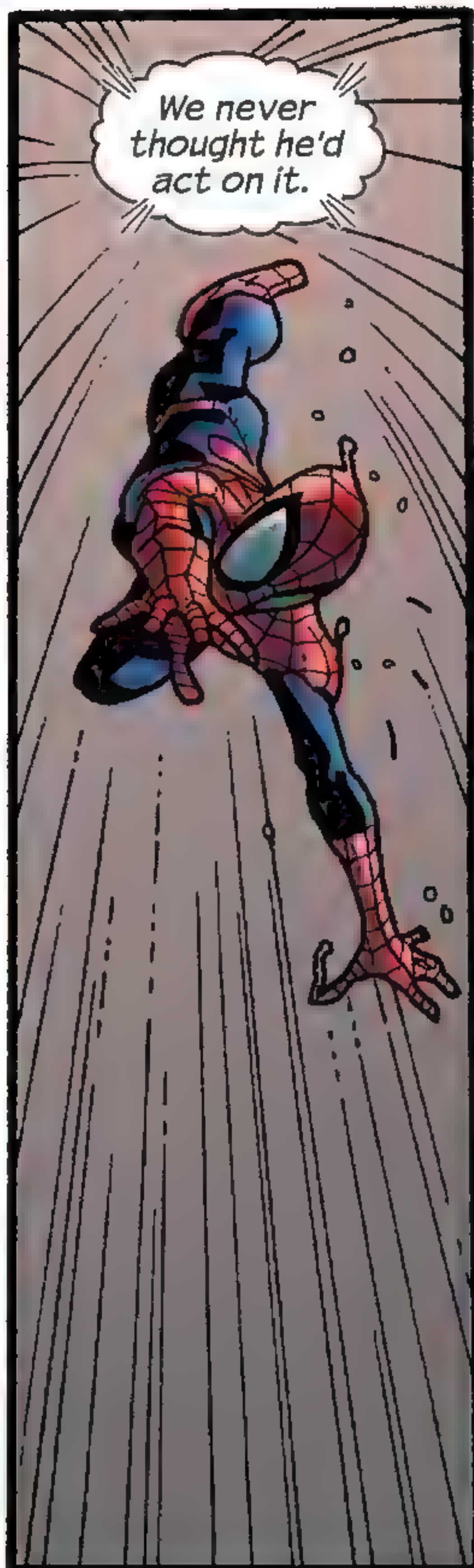
LET ME OUT!!

What he's done...this course of action...he's told me in the past.

A kind of Doomsday Plan. But, it was purely theoretical.



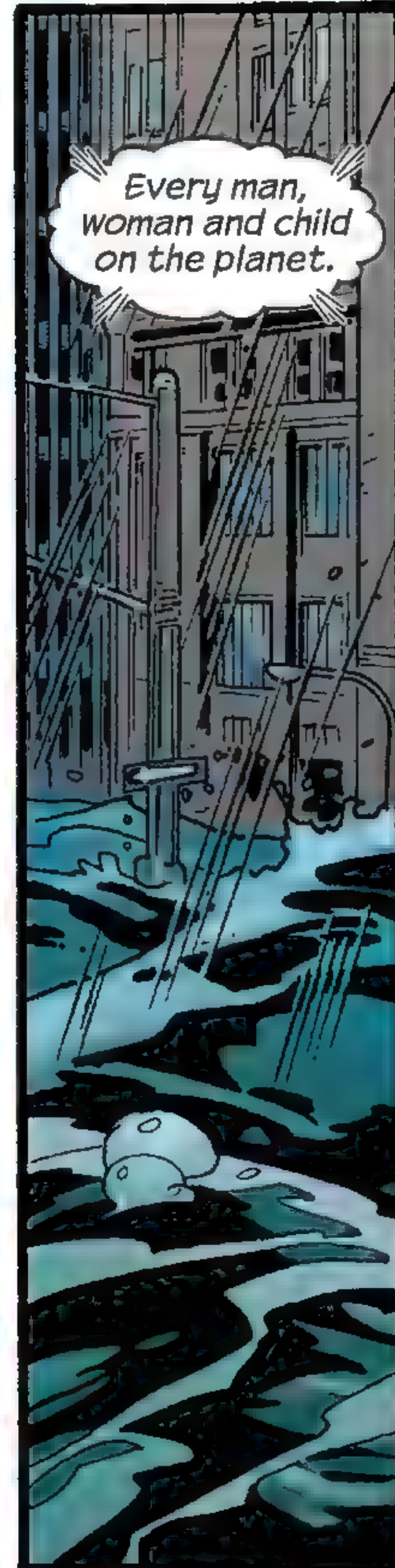
AAAAIIIEEEE!!




We never thought he'd act on it.



Murder six billion people.

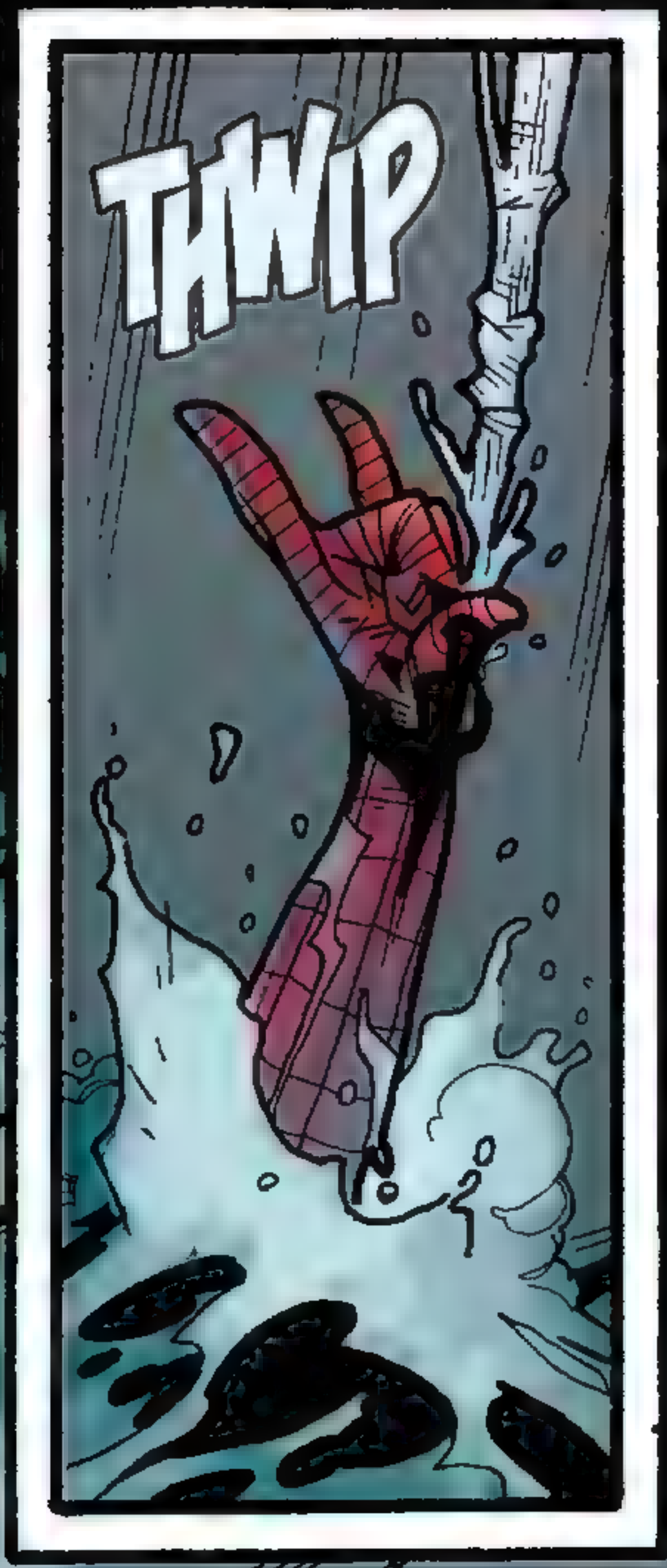


Every man, woman and child on the planet.

A full-page comic book illustration of Magneto. He is a large, muscular man with a red and blue suit, a blue cape, and a helmet with a prominent spire. He is standing in a grand, classical-style doorway with a large, glowing blue orb in the background. He is holding a large, ornate sword in his right hand. The scene is dramatic, with a cloudy sky and a large stone block in the foreground.

You
have to
stop him.

You
have to stop
Magneto.



What am I supposed to do?

Hello?

Xavier??

XAVIER??!!



Hey, do any of you know CPR?

WHOA!!

I-I do.

Xavier, please, okay, I'll help, I'll do anything...

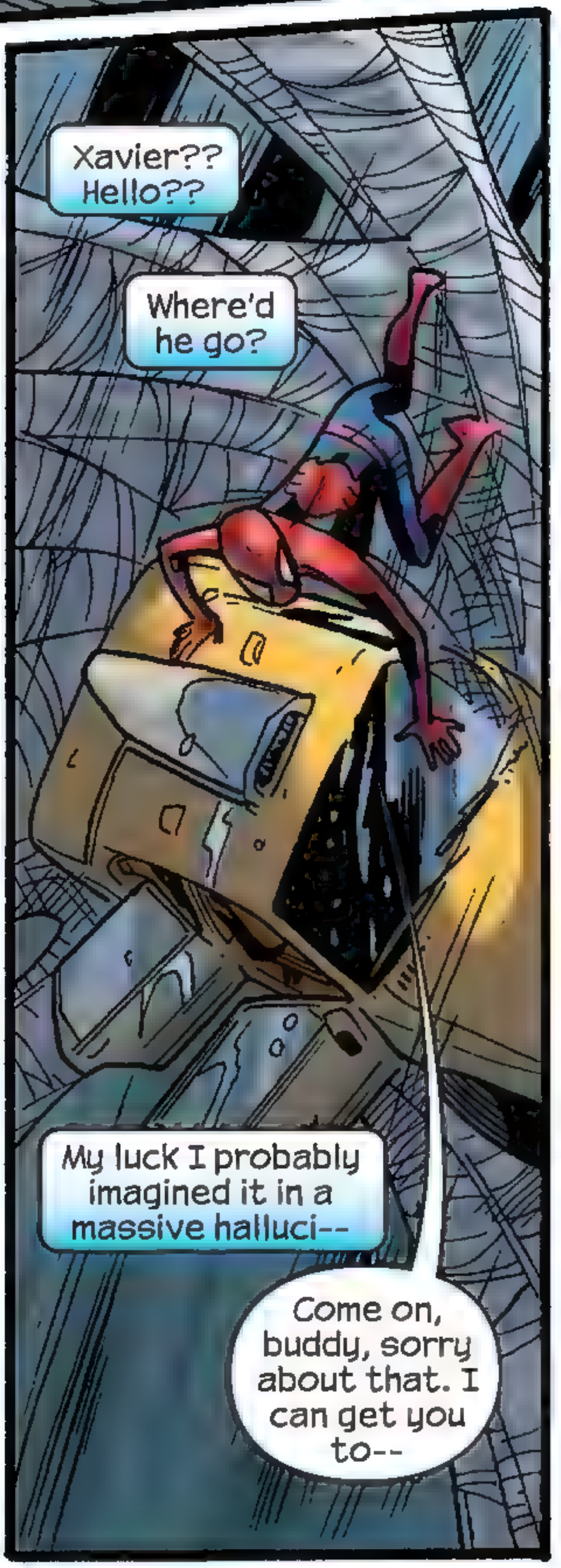


Then help her!!

What's happening? What's going on?

I don't know!!

Hooaaagghh!!

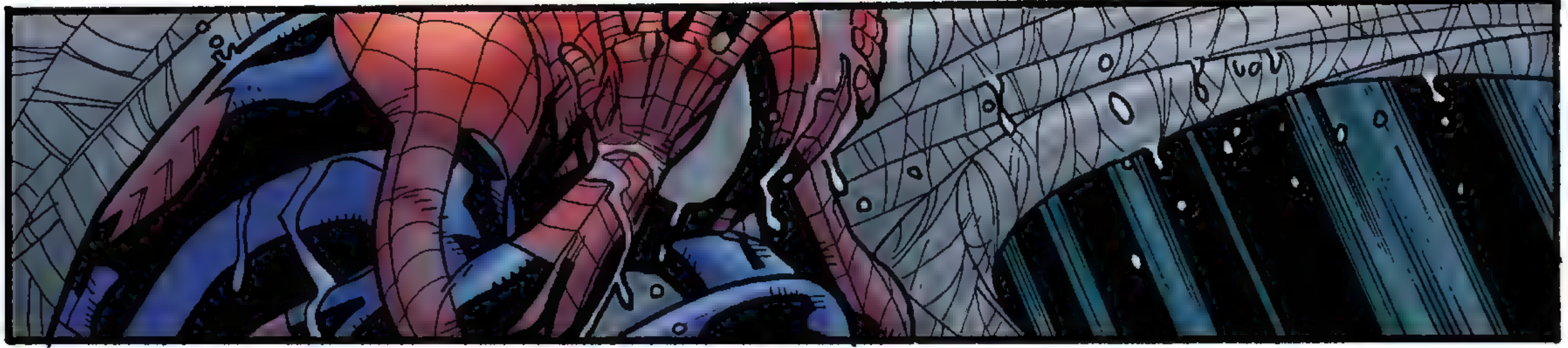


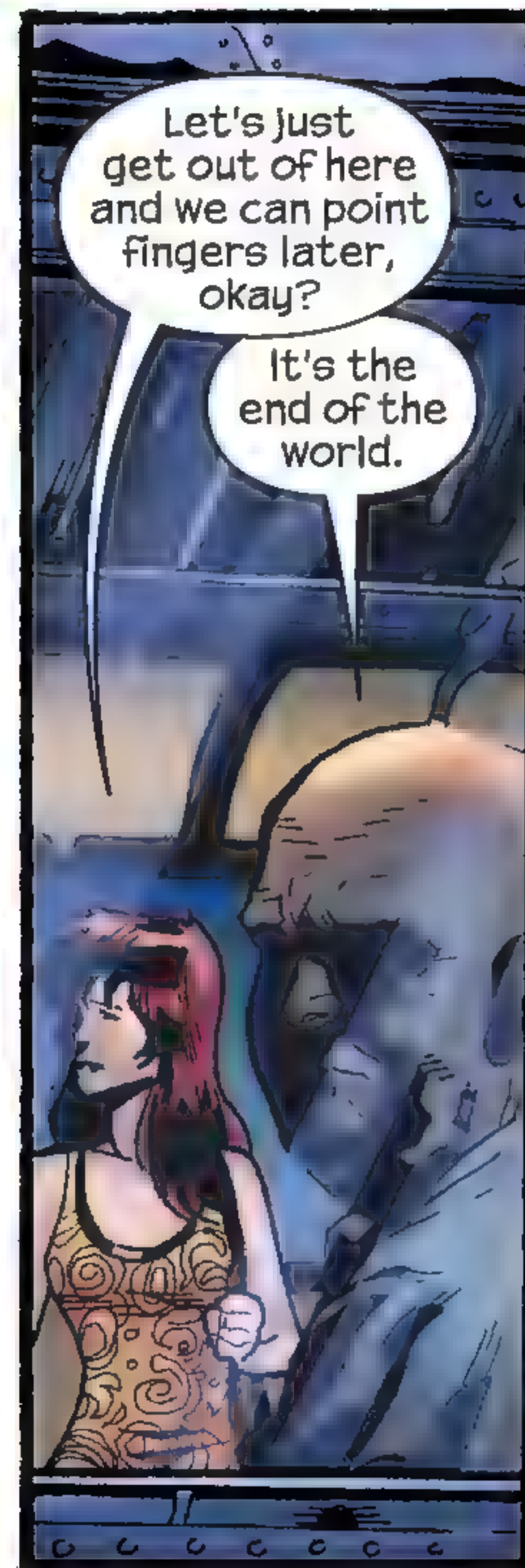
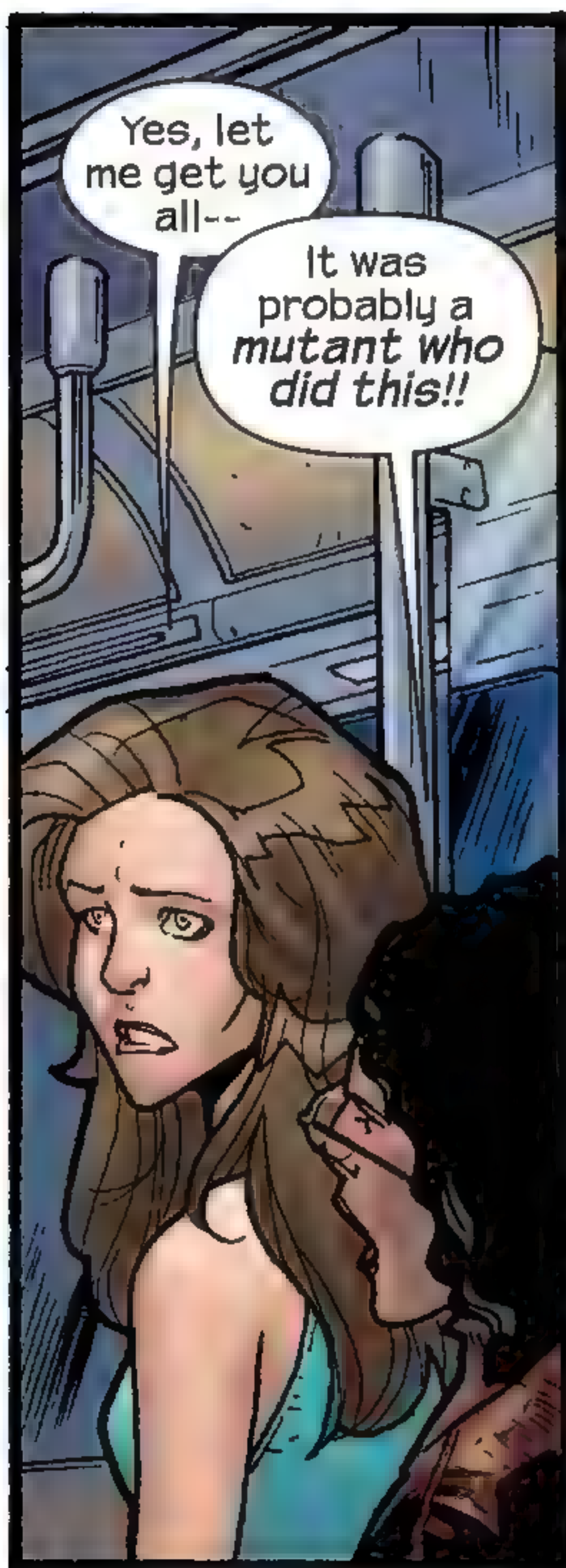
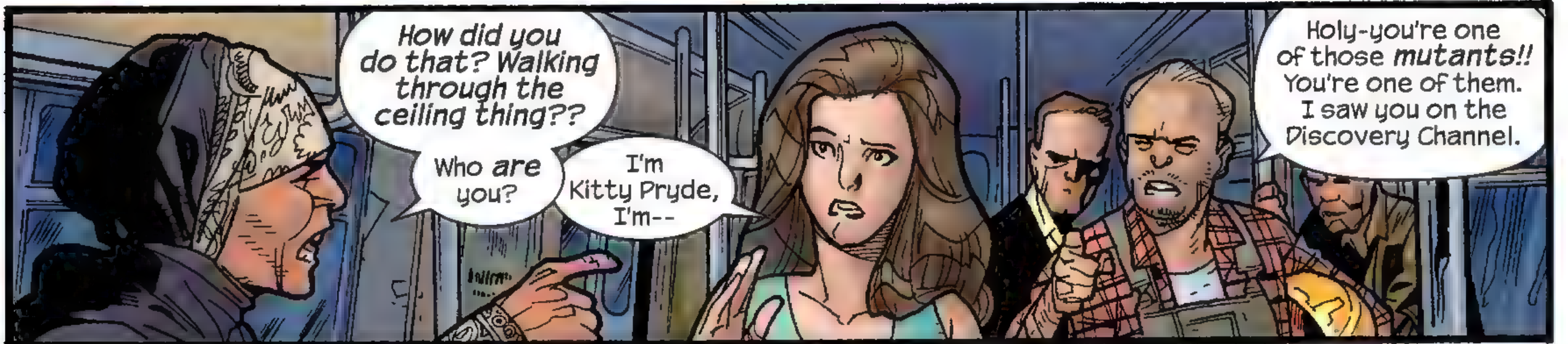
Xavier?? Hello??

Where'd he go?

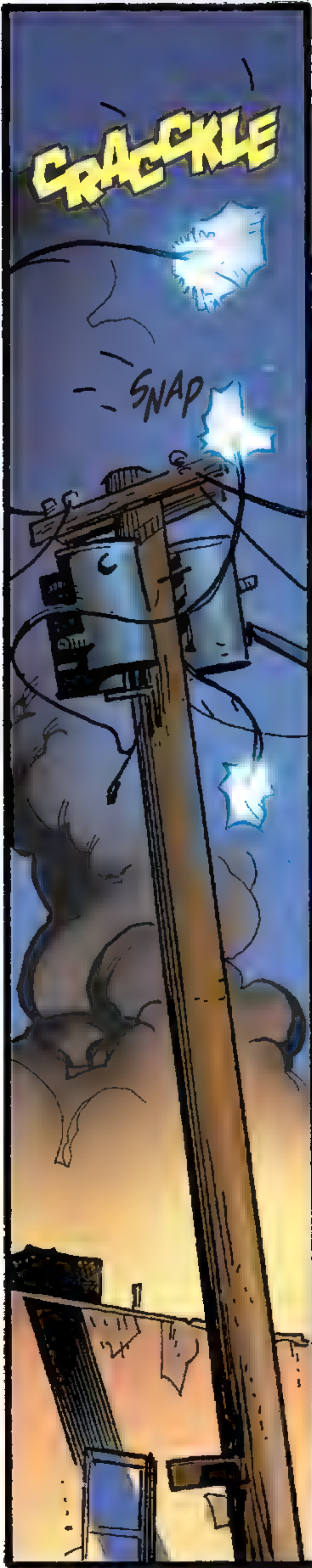
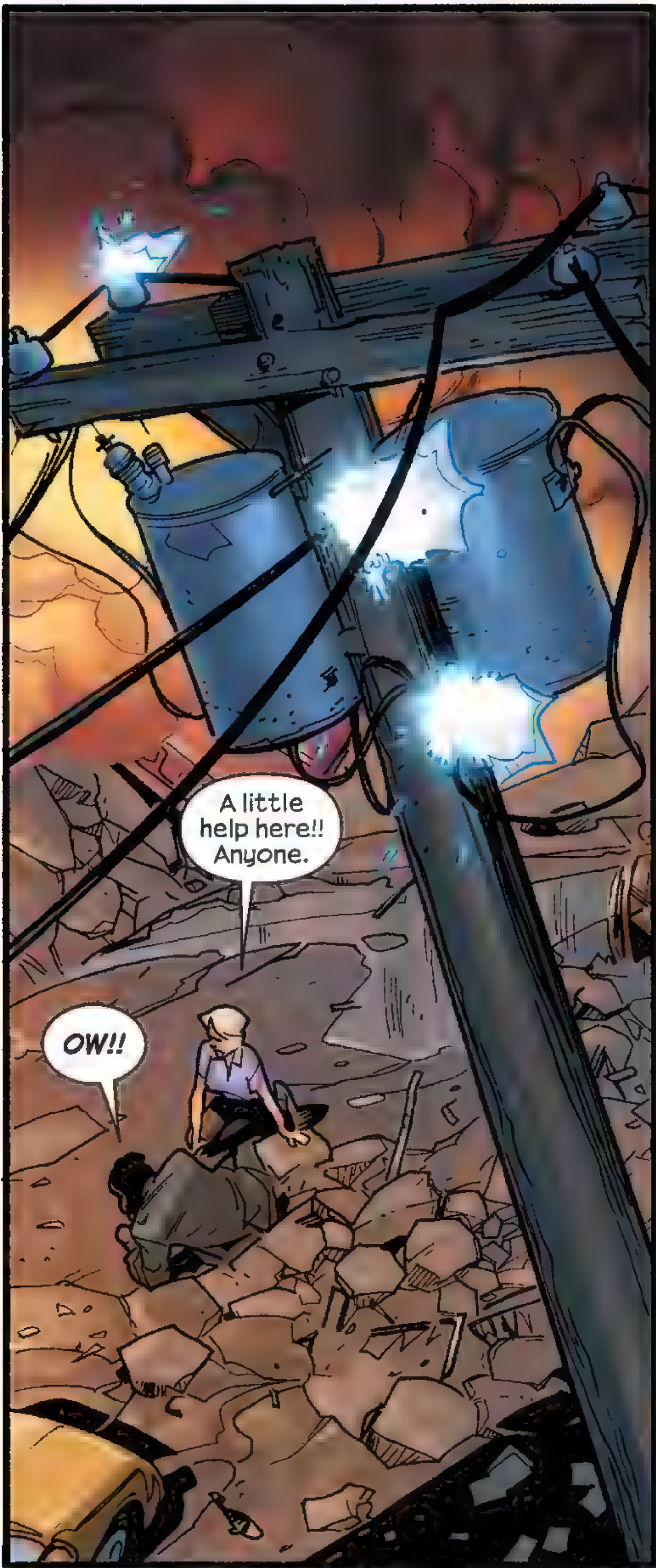
My luck I probably imagined it in a massive halluci--

Come on, buddy, sorry about that. I can get you to--











Have
no fear,
Underd--

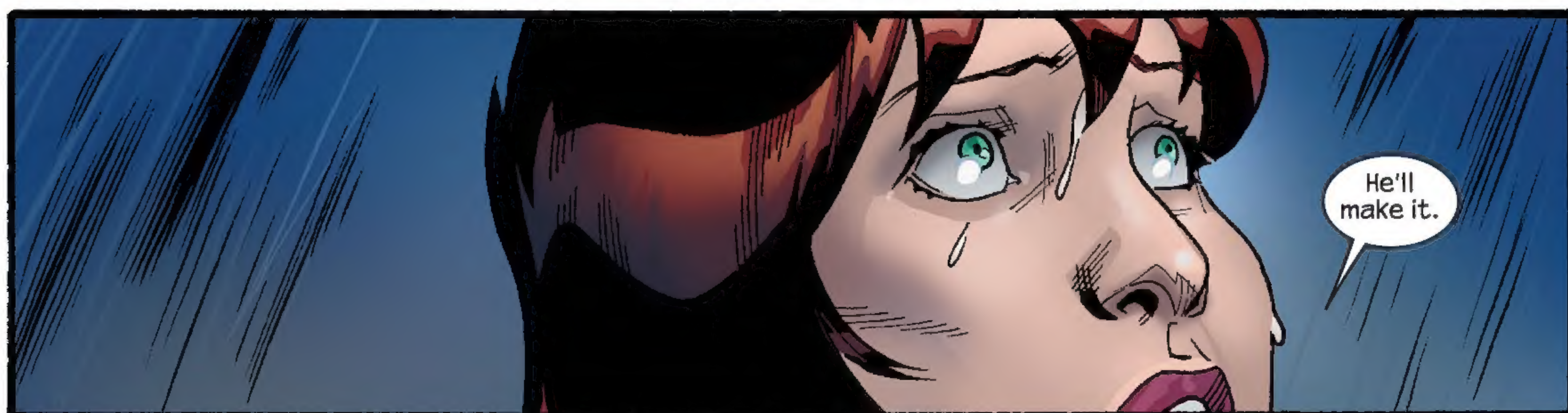
Aunt
May?

ONE WAY

USTIN ST



Is this
another one
of yours?





"Come on,
Peter, stay
safe."

SOUV

AR

To Be Continued...



SON OF ULTRAMAN